



THE UNITED STATES
CORPORATION
COMPANY

P99000052261

ACCOUNT NO. : 072100000032

REFERENCE : 267317 7185387

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizut

99 JUN -9 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 8, 1999

ORDER TIME : 2:28 PM

ORDER NO. : 267317-005

600002899956--7

CUSTOMER NO: 7185387

CUSTOMER: Mr. Michael H. Gerber
MR. MICHAEL H. GERBER
MR. MICHAEL H. GERBER
85 Emmet Avenue

East Rockaway, NY 11518

DOMESTIC FILING

NAME: VICTORY DISTRIBUTION INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

Pat 6/9/99

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUN -9 PM 3:18

RECEIVED

ARTICLES OF INCORPORATION
OF
VICTORY DISTRIBUTION INC.

FILED
99 JUN -9 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VICTORY DISTRIBUTION INC.

The address of the principal office of this corporation shall be 85 Emmet Avenue, East Rockaway, New York 11518, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

"ARTICLE III. CAPITAL STOCK ..

1. Authorized Stock. This corporation is authorized to issue the following shares of capital stock:

(a) Common Stock. The aggregate number of shares of Common Stock which the corporation shall have authority to issue to 50,000,000 a par value of \$.001 per share.

(b) Preferred Stock. The aggregate number of shares of Preferred Stock which the corporation shall have authority to issue is 20,000,000 with no par value.

The Board of Directors has the authority, without any vote of action by the Stockholders, to issue Preferred Stock in one or more series and to fix the designations, preferences, rights, qualifications, limitations and restrictions thereof including the voting rights, dividends rights, dividend rate, conversion rights, terms of redemption, including sinking fund provisions, redemption price or prices, liquidation preferences and number of Shares constituting any series."

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors; subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Michael H. Gerber 85 Emmet Avenue,
Dir. East Rockaway, New York 11518

ARTICLE VII. INCORPORATOR

FILED
99 JUN -9 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on June 9, 1999.

Deborah D. Skipper

It's Agent, Deborah D. Skipper
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deborah D. Skipper

It's Agent, Deborah D. Skipper
Authorized Service Representative
Corporation Service Company

JKG